

broadband digital solutions."

Once BellSouth receives permission to enter the long-distance market, the two companies will offer seamless, high-capacity and high-speed network services such as frame relay, ATM, and Internet Protocol and advanced applications including web-hosting, electronic commerce, video streaming, Managed Network Services, Managed Software Services and enhanced virtual private network services.

"We are delighted to have this strategic relationship with a like-minded, customer-focused company that is committed to offering customers end-to-end high-speed communications services and who understands the tremendous potential the Internet and data communications marketplace has to offer," said Joseph P. Nacchio, Qwest Chairman and CEO. "Moving forward, the BellSouth/Qwest relationship will provide customers with a comprehensive communications solution set and global reach that is unmatched in the industry."

The companies also pointed out that after BellSouth receives approval to offer long-distance data and voice services, the agreement will enable both of them to use each other's assets to develop infrastructure and/or distribution capabilities in serving their respective customers across the globe. BellSouth has extensive operations throughout Latin America as well as significant presence in Europe. Qwest has a stronger presence in Europe and is beginning to move into the Asia/Pacific and Latin American regions.

In addition, the relationship will also use the strategic alliances each has with key Internet and technology companies including Microsoft, Cisco, Lotus and others to the customers' advantage.

"There is a natural fit to our strategies that bodes well for our customers in the future," said Ackerman. "Given the rapid change occurring in the communications industry today, there is no doubt that together we have the potential to be an even more significant driving force."

The equity aspect of the transaction is subject to Hart-Scott-Rodino review. The deal is expected to close by the end of May.

BellSouth is a \$23 billion communications services company. It provides telecommunications, wireless communications, cable and digital TV, directory advertising and publishing, and Internet and data services to nearly 34 million customers in 19 countries worldwide.

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For more information about BellSouth Corporation, visit the BellSouth Web page at: <http://www.bellsouth.com>. For more information about Qwest Communications International Inc., visit the Qwest Web page at: <http://www.qwest.com>.

Reporters: There will be audio press conference call with BellSouth Chairman and CEO Duane Ackerman, and Qwest CEO and President Joe Nacchio today at 10:00 a.m. EDT. Please call 1-800-252-8295 and request the BellSouth/Qwest call to join the press conference.

Editors: B-roll footage on BellSouth and Qwest will be available today. First feed is from 8:00 a.m. - 8:30 a.m. EDT: C-Band, Galaxy 6, Transponder 5. Second feed is 1:30 p.m. - 2:00 p.m. EDT: C-Band, Galaxy 6, Transponder 9.

BellSouth Note: This release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and are based on a number of assumptions, including but not limited to: (1) continued domestic economic growth and demand for BellSouth's services; (2) economic, monetary, regulatory and political stability where BellSouth conducts its international operations; (3) the reasonable accuracy of BellSouth's expectations of the impact on its international operations of weakening currencies in Latin America as compared to the U.S. dollar; (4) the reasonable accuracy of BellSouth's expectations of the results of regulatory actions as well as costs and recoveries with respect to access reform, universal service and interconnection; (5) the reasonable accuracy of BellSouth's estimate of regulatory authorization to provide wireline long distance services and the impact of competition in its markets; and (6) satisfactory identification and completion of Year 2000 software and hardware revisions by BellSouth and entities with which it does business. Any developments significantly deviating from these assumptions could cause actual results to differ materially from those forecast or implied in the aforementioned forward-looking statements.

Qwest Note: This release may contain forward-looking statements that involve risks and uncertainties. These statements may differ materially from actual future events or results. Readers are referred to the documents filed by Qwest with the SEC, specifically the most recent reports which identify important risk factors that could cause actual results to differ from those contained in the forward-looking statements, including potential fluctuations in quarterly results, dependence on new product development, rapid technological and market change, failure to complete the network on schedule and on budget, financial risk management and future growth subject to risks, Qwest's ability to achieve Year 2000 compliance, and adverse changes in the regulatory or legislative environment. Qwest undertakes no obligation to review or confirm analysts' expectations or estimates or to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

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August 5, 1999

Qwest Communications Appoints Two Executives to Direct Local Access and International Internet Protocol Services

Former Senior SBC Communications Executives Join Qwest to Spur Growth

DENVER, August 5, 1999 — Qwest Communications International Inc. (Nasdaq: QWST), the broadband Internet communications company, today announced it has appointed two top-level executives to provide leadership for local access and international operations. With more than 30 years of combined experience in the local communications arena with Pacific Bell and SBC Communications Inc., Augustine (Augie) M. Cruciotti and Dominic A. Gomez will join the Qwest executive team to assist in the execution of its plans to drive the convergence of data, image and voice services on a worldwide, end-to-end basis.

Cruciotti will serve as a Qwest senior vice president and will head Qwest's new local access division called Qwestlink. This new division will be responsible for Qwest's local market expansion throughout the U. S., including the 25 cities recently announced with the merger agreement with U S WEST. This group is creating a local access network for Qwest's customers as well as other communications companies by constructing or swapping fiber facilities in key markets. Previously, Cruciotti was SBC's vice president of service operations for Southern California and directed the company's rollout of Digital Subscriber Line (DSL) service.

Gomez will serve as a Qwest senior vice president and will focus on the creation and implementation of a plan to accelerate the use of the company's recently completed 1,400-mile high-speed, fiber-optic Internet protocol network in Mexico and penetration into other parts of Latin America. As vice president of signature accounts for SBC, Gomez directed the company's Commercial Markets unit and focused on the company's communications transport business.

"Augie and Dominic's broad experience and focus on results in the local service arena will certainly help us as Qwest expands its delivery of broadband applications and services to customers on a worldwide, end-to-end basis," said Afshin Mohebbi, Qwest's president and chief operating officer.

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Filed 11/24/99

Cruciotti has more than 13 years of experience in the telecommunications field and has been with Pacific Bell, which is now owned by SBC, throughout his career. He holds MBA and BS degrees from the University of Southern California and a BA degree from Claremont McKenna College.

Gomez has more than 22 years of telecommunications experience with Pacific Bell and AT&T. He holds a PMD degree from Harvard's Graduate School of Business and a BS degree from the University of Southern California.

Both executives will be located in the company's Denver headquarters and report to Mohebbi.

About Qwest

Qwest Communications International Inc. (Nasdaq: QWST) is a leader in reliable and secure broadband Internet-based data, voice and image communications for businesses and consumers. Headquartered in Denver, Qwest has more than 9,000 employees working in North America, Europe and Mexico. The Qwest Macro Capacity® Fiber Network, designed with the newest optical networking, spans more than 18,500 route miles in the United States, with an additional 315-mile network route to be completed by the end of the year. In addition, Qwest and KPN, the Dutch telecommunications company, have formed a venture to build and operate a high-capacity European fiber optic, Internet Protocol-based network that has 2,100 miles and will span 8,100 miles when it is completed in 2001. Qwest also has completed a 1,400-mile network in Mexico.

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Qwest.

QwestLink National Broadband Expansion to 25 Markets



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October 21, 1999

Qwest Communications to Deliver Local Broadband Services in Four Major California Markets Starting Early Next Year

Denver, October 21, 1999 - Qwest Communications International Inc. (Nasdaq: QWST), the broadband Internet communications company, today announced that it will begin offering business customers in four California cities a new choice for high speed local broadband access services. Beginning in the first quarter of 2000, customers in Los Angeles will be able to use the QwestLink local access network to transmit all of their Internet, data, image and voice communications directly to the Qwest nationwide fiber-optic network. Sacramento, San Diego and San Jose/San Francisco customers will have access to these services during the second quarter of 2000.

Qwest plans to add more than 100 jobs throughout California to help complete the expansion of its QwestLink network announced earlier this year. Steven Haggerty has been appointed as regional president of broadband local access services in the state. Haggerty comes from Nokia, where he served as a member of the senior team responsible for the company's product planning and management for its high-speed access products. He will be based at QwestLink's new offices in San Ramon, Calif. and will oversee network construction, operations and sales to businesses and government customers.

"Once again Qwest is redefining the competitive boundaries for broadband Internet communications by introducing new services to bring the power of the Qwest Internet network directly to customers in major markets throughout the state," said Joseph P. Nacchio, Qwest chairman and CEO. "These key California cities will be the first connected to the QwestLink local access network that will span 25 cities in the U.S. With QwestLink network services, we will provide companies what they need to successfully compete in the digital age."

In each market, QwestLink will deploy a combination of broadband access technologies including:

DIRECT BROADBAND ACCESS – For large, strategic national accounts that utilize data rich applications or have

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 Filed 11/24/99

large bandwidth needs for multiple locations within a city. This type of access will help support bundled data and voice applications that requiring large amounts of bandwidth, while also providing the necessary level of security and protection national account customers require.

FIXED WIRELESS – In conjunction with its strategic partner, Advanced Radio Telecom, Qwest will provide mid-size businesses with up to 100 megabits of high-speed access to support the use of bandwidth intensive applications such as video streaming, large file transfers and real-time interactive collaboration that are difficult to perform using today's bandwidth-constrained local distribution infrastructure.

DSL - For small businesses this is ideal for telecommuting, remote office access, Internet access, desktop video conferencing and voice communications. DSL offers high-speed broadband local connectivity to customers and is up to 100 times faster than other remote connection technologies such as the standard telephone line or Integrated Services Digital Network (ISDN) circuit.

By providing direct local broadband access to the Qwest backbone network, customers will avoid local access charges normally incurred when relying on another local exchange carrier to provide connectivity. Qwest has been approved to operate as a competitive local exchange carrier (CLEC) in California and will begin selling services in early 2000.

Qwest has announced plans for local fiber networks in more than 25 major metropolitan areas, bringing its total U.S. network to more than 375,000 local fiber miles. Local access in these areas will be completed and operational by the end of 2001. In addition to the four California cities to start this year, the metropolitan areas include: Albany, Austin, Baltimore, Boston, Chicago, Cleveland, Dallas, Detroit, Houston, Indianapolis, Kansas City, New York, Newark, Orange County, Philadelphia, Pittsburgh, San Antonio, St. Louis, Washington D.C. and White Plains.

About QwestLink

QwestLink, Qwest's business unit responsible for developing the local access network to complement Qwest's completed nationwide IP-based network, intends to provide local services in 25 markets throughout the U.S. Providing local service, gives Qwest business customers direct access to the company's nationwide, high capacity, Internet-based network. This direct access allows them to maximize advanced communications services including dedicated Internet access, virtual private networks, Asynchronous Transfer Mode (ATM), frame relay, private line, and dedicated voice.

About Qwest

Qwest Communications International Inc. (Nasdaq: QWST) is a leader in reliable and secure broadband Internet-based data, voice and image communications for businesses and consumers. For more information, please visit the Qwest web site at www.qwest.com.

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The Qwest logo is a registered trademark of Qwest Communications International Inc. in the U.S. and certain other countries.

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Qwest PowerPoint Presentation

**by Joseph P Nacchio
Chief Executive Officer**

**at Bear Stearns
11/1/99**

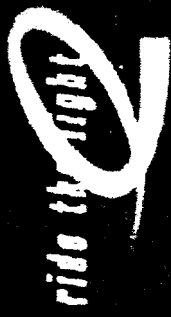
ride the light

Qwest.

ride the light

SM

Qwest®



Qwest.

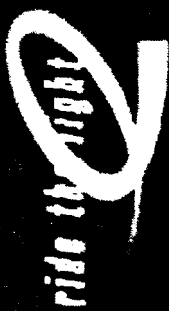
- To build shareholder value by becoming the market leader for broadband Internet communications and applications services while leveraging the dominant global IP network platform



Qwest.

Major Industry Trends

- Internet and E-Commerce enabling technologies
- Broadband service revenues replace narrowband revenues
- Open architecture / operating platforms
- Global scale and scope necessary for low cost, competitive positioning
- Value added services key to customer control
- Speed to market increasingly important
- Intellectual capital increasingly valued resource



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Global

**IP Based
Value-Added
Services**

Global

**Broadband
Backbone**

Local

**Broadband
Access**

Customer





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Qwest: Preparing for Next Generation
Broadband Communications

Global

Global

Local

Customer

**IP Based
Value-Added
Services**

- E-commerce
- Web Hosting
- ASP
- Internet Connectivity
- CyberCenters(sm)
- Mass Storage
- Feature Rich
Communication Services

**Broadband
Backbone**

- High Speed
- High Capacity
- IP Centric
- Advanced Technology
- Most Reliable
- Broad Coverage

**Broadband
Access**

- Direct Fiber
- DSL
- Fixed BB Wireless
- Mobile BB Wireless
- IP Centric



Qwest.

12 Month Strategic Priorities

Extend dominant broadband Internet platform and corresponding services

- Add to strategic partnerships and alliances
- Accelerate CyberCenter buildout

- **Accelerate local broadband connectivity efforts**
- **Global Expansion**
 - Establish KPNQwest as a European leader
 - Finalize approach in Pacific Rim
- **Expand gross margins, reduce SG&A and grow share across all market segments**
- **Complete US WEST merger ASAP**

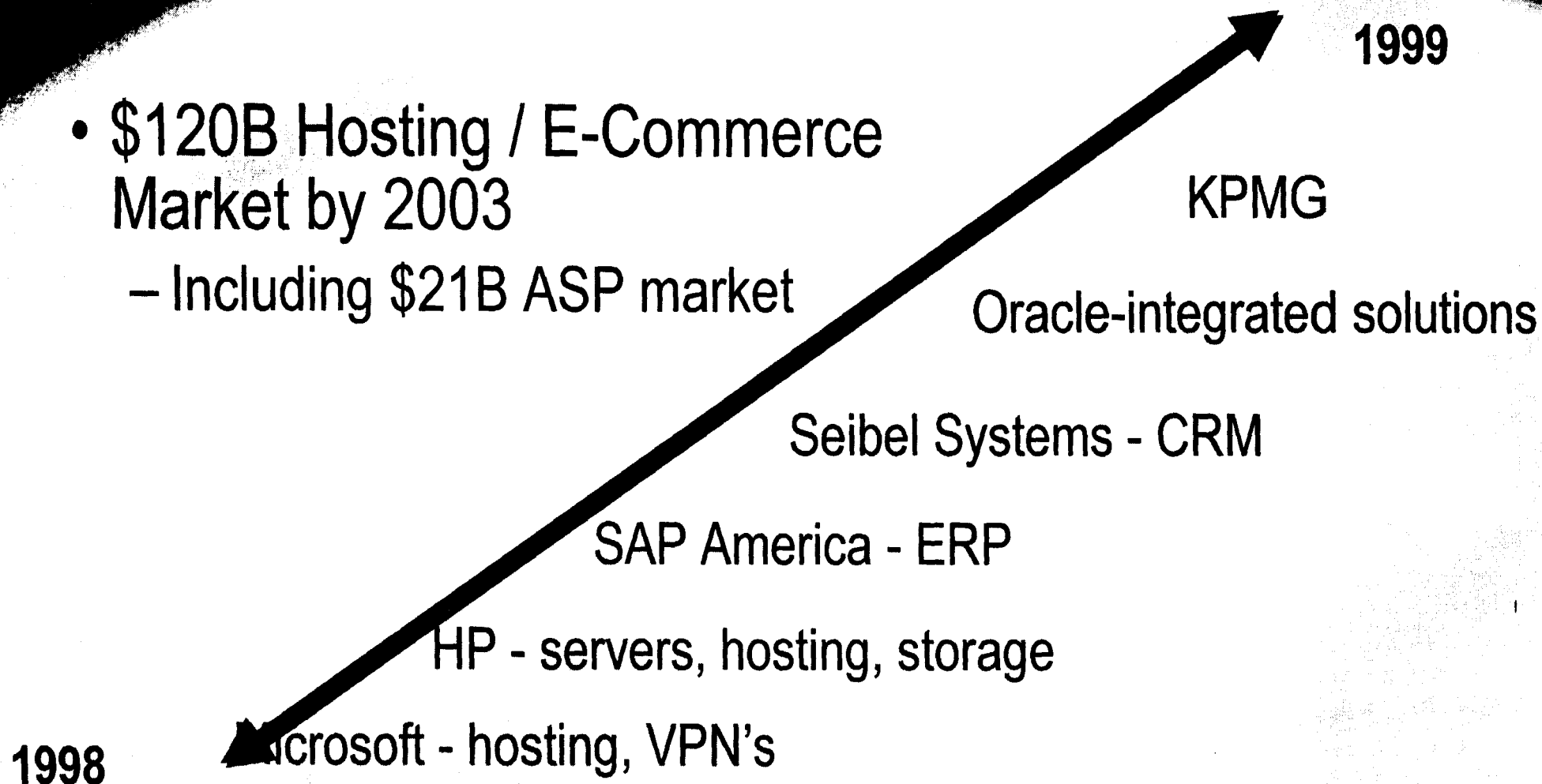


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Full Service Strategy for Managed
Networks

- \$120B Hosting / E-Commerce Market by 2003

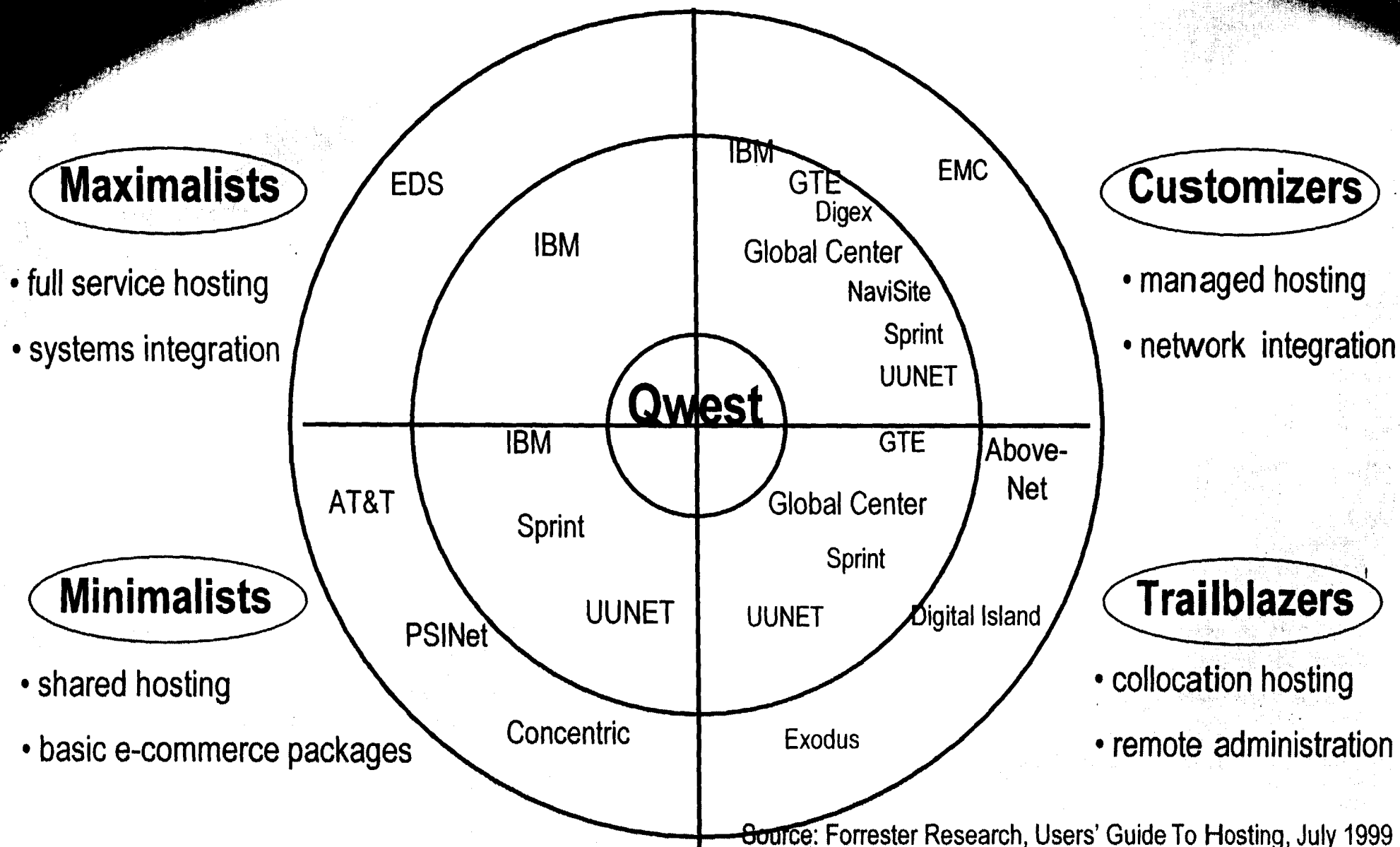
– Including \$21B ASP market





Qwest.

Qwest should top everyone's list.



ride the right

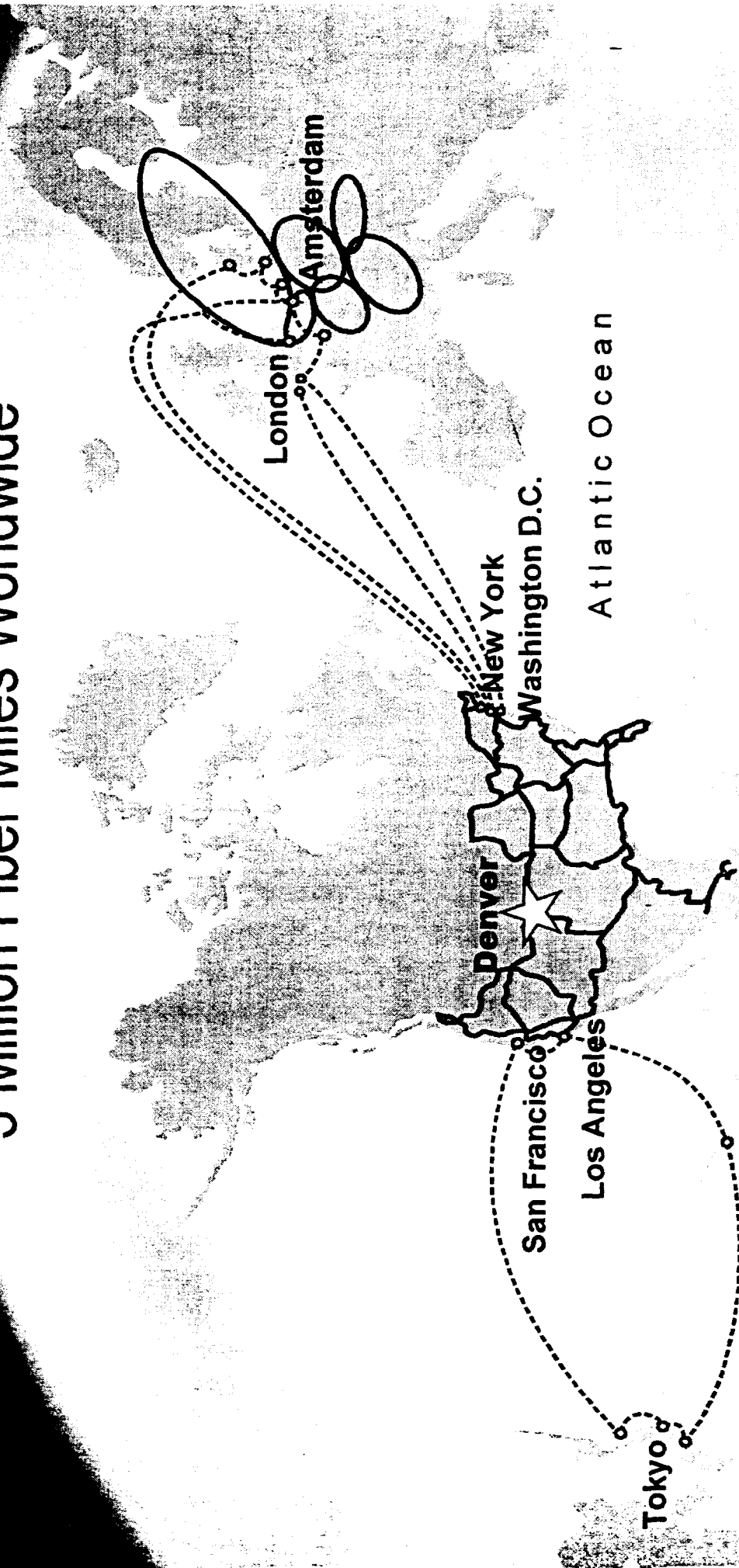
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3 Million Fiber Miles Worldwide



Pacific Ocean

Atlantic Ocean